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SURFACE TRANSPORTATION BOARD

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June 18, 2012

Ms. Cynthia T. Brown
Chief of the Section of Administration, Office of Proceedings
Surface Transportation Board
395 E Street, S.W.
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for efilng the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Release and Termination, a secondary document, dated as of June 18, 2012. The primary document to which this is connected is recorded under Recordation No. 29156. We request that one copy of this document be recorded under Recordation No. 29156-B.

The name and address of the party to the Release and Termination is:

Secured Party:

Fifth Third Bank
38 Fountain Square Plaza
Cincinnati, OH 45263

A description of the equipment covered by the Release and Termination consists of all rolling stock and equipment subject to liens recorded under 29156 and 29156-A.

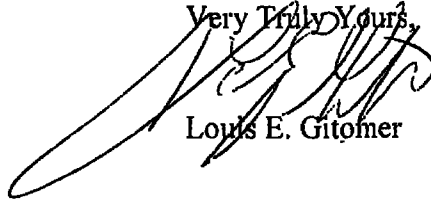
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer
600 Baltimore Avenue
Suite 301
Towson, MD 21204
Lou_Gitomer@verizon.net

Ms. Cynthia T. Brown
June 18, 2012
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A short summary of the document to appear in the index follows: a Release and Termination by Fifth Third Bank, 38 Fountain Square Plaza, Cincinnati, OH 45263, covering all rolling stock and equipment subject to liens recorded under 29156 and 29156-A.

Very Truly Yours,

A handwritten signature in black ink, appearing to read 'Louis E. Gitomer', is written over the typed name. The signature is stylized with a large, sweeping initial 'L'.

Louis E. Gitomer

Enclosure

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RELEASE AND TERMINATION**SURFACE TRANSPORTATION BOARD**

THIS RELEASE AND TERMINATION is dated as of June 18, 2012 (the "Release and Termination"), is made by Fifth Third Bank, an Ohio banking corporation, successor by merger with Fifth Third Bank, a Michigan banking corporation, whose address is 222 South Riverside Plaza, 32nd Floor, Chicago, Illinois, 60606 (the "Bank").

WHEREAS, the Bank, as secured party, and Patriot Rail Corp., Tennessee Southern Railroad Company, Inc., Rarus Railway, LLC successor to Rarus Railway Company d/b/a Butte, Anaconda & Pacific Railway Co., Utah Central Railway Company, Louisiana and North West Railroad Company, Inc., Sacramento Valley Railroad, LLC successor to Sacramento Valley Railroad, Inc., and Temple & Central Texas Railway, Inc. (collectively the "Borrowers") are parties to that certain Loan and Security Agreement, dated as of March 4, 2010 (the "Loan Agreement");

WHEREAS, the Bank has recorded its security interest created by the terms of the Loan Agreement by the filing of a Memorandum of Loan and Security Agreement and Assignment of Rents and Lessor's Interest in Leases, filed with the Surface Transportation Board on March 9, 2010 and assigned recordation numbers 29156 and 29156-A, respectively (the "Lien Documents"); and

WHEREAS, the Bank and Borrowers desire to execute this Release and Termination to evidence for the public record the satisfaction and release of all rights and obligations under the Lien Documents (except for any surviving obligations under such Lien Documents).

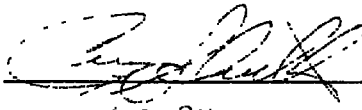
NOW, THEREFORE, in consideration of the premises, the Bank and Borrowers agree that the liens on the rolling stock and equipment created by the Lien Documents are released without recourse, representation or warranty of any kind, express or implied.

This Release and Termination may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Release.

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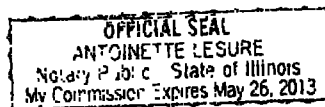
IN WITNESS WHEREOF, the Bank has executed or caused this Release and Termination to be executed as of the date first above written.

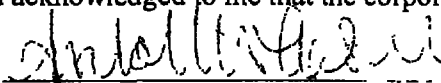
FIFTH THIRD BANK
an Ohio banking corporation, successor by merger
with Fifth Third Bank, a Michigan banking corporation

By: 
Its: Craig Senneker
Vice President
Fifth Third Bank

STATE OF ILLINOIS)
) ss.
County of Cook)

On this 15th day of June 2012, before me, Antoinette Lesure, the undersigned Notary Public, personally appeared Craig Senneker personally known to me to be the person who executed the within instrument as Vice President on behalf of the corporation therein named, and acknowledged to me that the corporation executed it.




Notary Public for Illinois
My Commission expires May 26, 2013